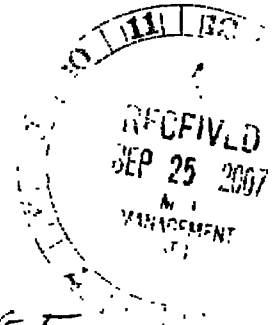




Robert A. Long, Jr.
Executive Director &
Assistant General Counsel
Legal and Compliance Department



September 19, 2007

RECORDATION NO 16418-E FILED

SEP 25 '07

2:10 PM

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed herewith for filing and recordation pursuant to 49 U.S.C. Section 11301 and the regulations promulgated thereunder are two (2) fully executed originals of a Termination and Release of Chattel Mortgage and Security Agreement and Lease Assignment dated as of September 13, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete termination and release and relates to the following documents:

Lease Assignment dated as of August 30, 1989 which was recorded with the Interstate Commerce Commission on August 31, 1989 as recordation number 16418-C

Chattel Mortgage and Security Agreement dated as of August 30, 1989 which was recorded with the Interstate Commerce Commission on August 31, 1989 as recordation number 16418-D

The names and addresses of the parties to the enclosed document are as follows:

Debtor:	Banc One Equipment Finance, Inc. c/o JPMorgan Capital Corporation Mail Code IL1-0502 10 South Dearborn Street, 12 th Floor Chicago, Illinois 60603-2003 Attn: President
Secured Party:	Unum Life Insurance Company of America Investment Operations 1 Fountain Square Chattanooga, TN. 37402

A description of the railroad equipment covered by the enclosed document is as follows:

<u>Number of Items</u>	<u>Description</u>	<u>Identifying Mark and Numbers (both inclusive)</u>
148	108-ton, 4320 cubic foot aluminum-bodied, steel underframed, rotary dump gondola rail cars	BEEEX 8777 through BEEEX 8924

A short summary of the enclosed document to appear in the index is as follows:

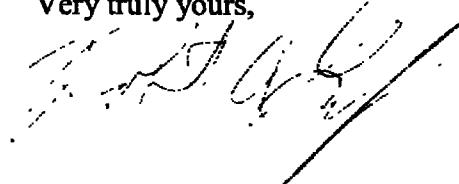
Termination and Release of Chattel Mortgage and Security Agreement and Lease Assignment

Also enclosed in a check in the amount of \$35 payable to the order of the Surface Transportation Board covering the required recording fee.

Please return stamped copies of the enclosed document to the undersigned.

If you have any questions or need further information, please contact me at 312-732-6911.

Very truly yours,

A handwritten signature in black ink, appearing to be "J. D. G.", written over a horizontal line.

SEP 25 '07

2:10 PM

TERMINATION AND RELEASE OF SURFACE TRANSPORTATION BOARD
CHATTEL MORTGAGE AND SECURITY AGREEMENT
AND LEASE ASSIGNMENT

This Termination and Release of Chattel Mortgage and Security Agreement and Lease Assignment dated as of September 13, 2007 (this "Termination") is entered into by and between Banc One Equipment Finance, Inc., an Indiana corporation (the "Owner"), and Unum Life Insurance Company of America, a Maine corporation (the "Secured Party").

WHEREAS, Mellon Financial Services Corporation #3, a Pennsylvania corporation (the "First Lessor"), and The Detroit Edison Company, a Michigan corporation (the "Lessee"), entered into that certain Master Lease Agreement dated as of April 3, 1989 (the "Original Lease") covering 148 rotary dump gondola car bearing road numbers of The Detroit Edison Company DEEX 8777 through DEEX 8924, which was recorded with the Interstate Commerce Commission on July 7, 1989 as recordation number 16418;

WHEREAS, the Original Lease was amended and restated pursuant to an Amendment and Restatement dated as of August 30, 1989 between the Lessee and the First Lessor (the Original Lease, as so amended and restated, being hereinafter referred to as the "Amended and Restated Lease") which was recorded with the Interstate Commerce Commission on August 31, 1989 as recordation number 16418-A;

WHEREAS, the Amended and Restated Lease was assigned to the Owner pursuant to that certain Assignment and Assumption dated as of August 30, 1989 between the First Lessor and the Owner (the Amended and Restated Lease, as so assigned to the Owner, being hereinafter referred to as the "Lease Agreement") which was recorded with the Interstate Commerce Commission on August 31, 1989 as recordation number 16418-B;

WHEREAS, the Owner and the Secured Party entered into that certain Chattel Mortgage and Security Agreement dated as of August 30, 1989 (as amended, supplemented or otherwise modified through the date hereof, the "Mortgage") between the Owner and the Secured Party which covered, among other things, the rail cars leased to the Lessee under the Lease Agreement and was recorded with the Interstate Commerce Commission on August 31, 1989 as recordation number 16418-D;

WHEREAS, concurrently with the execution and delivery of the Mortgage, the Owner assigned its rights under the Lease Agreement to the Secured Party pursuant to that certain Lease Assignment dated as of August 30, 1989 (as amended, supplemented or otherwise modified through the date hereof, the "Lease Assignment") between the Owner and the Secured Party which was recorded with the Interstate Commerce Commission on August 31, 1989 as recordation number 16418-C;

WHEREAS, the Owner and the Secured Party desire to terminate and release the Mortgage with respect to all of the railroad cars and other collateral described therein and to record such termination and release with the Surface Transportation Board; and

WHEREAS, the Owner and the Secured Party also desire to terminate and release the Lease Assignment with respect to the Lease Agreement and to record such termination and release with the Surface Transportation Board;

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein set forth and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

1. The Owner and the Secured Party hereby terminate and release the Mortgage effective the date hereof with respect to (i) all of the railroad cars described in and/or covered by the Mortgage, including, without limitation, 148 - 108-ton, 4320 cubic foot aluminum-bodied, steel underframed, rotary dump gondola rail cars, bearing the road numbers of The Detroit Edison Company DEEX 8777 through DEEX 8924 (the "Terminated Cars"), and (ii) any and all other Collateral described in and/or covered thereby.

2. The Owner and the Secured Party hereby terminate and release the Lease Assignment effective the date hereof with respect to the Lease Agreement.

3. The parties agree to record this Termination with the Surface Transportation Board so as to release (i) any lien against the Terminated Cars created by or arising out of the Mortgage, and (ii) any lien against the Lease Agreement created by or arising out of the Lease Assignment.

4. This Termination may be executed in any number of counterparts, each of which shall be deemed an original as against any party whose signature appears thereon, and all of which shall together constitute one and the same instrument.

IN WITNESS WHEREOF, the Owner and the Secured party have caused this Termination and Release of Chattel Mortgage and Security Agreement and Lease Assignment to be duly executed by their duly authorized officers, all as of the day and year first written above.

BANC ONE EQUIPMENT FINANCE, INC.

By: Jean F. Najarian
Title: Managing Director

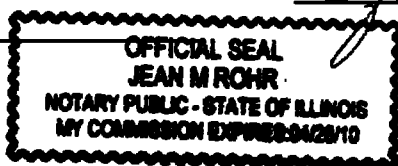
UNUM LIFE INSURANCE COMPANY OF AMERICA

By: Ben S. Miller
Title: Vice President

STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

On this 17 day of September, 2007, before me, a Notary Public in and for said County and State, personally appeared Jean F. Nagatani, to me personally known, who being by me duly sworn, says that her/she is a Managing Director of Banc One Equipment Finance, Inc., an Indiana corporation, and that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My commission expires: _____



Jean M. Rohr
Notary Public

STATE OF TENNESSEE)
) SS:
COUNTY OF HAMILTON)

On this 13th day of September, 2007, before me, a Notary Public in and for said County and State, personally appeared Ben S. Miller, to me personally known, who being by me duly sworn, says that her/she is a Vice President of Unum Life Insurance Company of America, a Maine corporation, and that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My Commission expires: April 21, 2010

Susan D. Stevens
Notary Public

